

## BASE PROSPECTUS SUPPLEMENT



### HSBC Bank plc

*(A company incorporated with limited liability in England with registered number 14259)*

*as Issuer*

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with (i) the base prospectus dated 28 April 2014 relating to the Debt Issuance Programme and the supplement thereto dated 19 August 2014 (the "**DIP Base Prospectus**"); (ii) the base prospectus dated 30 May 2014 relating to the Warrant and Certificate Programme and the supplement thereto dated 19 August 2014 (the "**WCP Base Prospectus**"); (iii) the base prospectus dated 24 June 2014 relating to the issuance of Preference Share-Linked Notes under the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 19 August 2014 (the "**Preference Share-Linked Base Prospectus**"); (iv) the base prospectus dated 24 June 2014 relating to the issuance of Market Access Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 19 August 2014 (the "**Market Access Base Prospectus**"); and (v) the base prospectus dated 24 June 2014 relating to the issuance of Index-Linked Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 19 August 2014 (the "**Index-Linked Base Prospectus**") (the DIP Base Prospectus, the WCP Base Prospectus, the Preference Share-Linked Base Prospectus, the Market Access Base Prospectus and the Index-Linked Base Prospectus together being hereafter referred to as the "**Base Prospectuses**") each prepared by HSBC Bank plc (the "**Issuer**") in connection with the applications made for Notes, Warrants or Certificates (as applicable) to be admitted to listing on the Official List of the Financial Conduct Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 (the "**FSMA**")) and to trading on the regulated market of the London Stock Exchange plc.

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the FSMA. Terms defined in any of the Base Prospectuses shall have the same meaning when used in this Base Prospectus Supplement.

To the extent that there is any inconsistency between any statement in this Base Prospectus Supplement and any other statement in, or incorporated by reference in, any of the Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to disclose the following significant items recognised in the third quarter of 2014 that are included in the consolidated income statement for such period published by HSBC Holdings plc and principally relate to the Issuer:

- a provision of US\$213million arising from the ongoing review of compliance with the Consumer Credit Act in the UK;
- a provision for UK customer redress of US\$701 million. This included additional estimated redress for possible mis-selling in previous years of payment protection insurance policies of US\$589 million, which reflected an increase in the level of overall claims; and
- a provision of US\$378 million relating to the estimated liability in connection with the ongoing foreign exchange investigation by the UK Financial Conduct Authority ("**FCA**"). Discussions are ongoing with the FCA regarding a proposed resolution of their foreign exchange ("**FX**") investigation with respect to the Issuer's systems and controls relating to one part of its spot FX trading business in London. Although there can be no certainty that a resolution will be agreed, if one is reached, the resolution is likely to involve the payment of a significant financial penalty. The HSBC Group continues to cooperate fully with regulatory and law enforcement authorities in the UK and other jurisdictions.

Save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectuses has arisen since the publication of the Base Prospectuses.

The Issuer accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

10 November 2014